

AKIN GUMP STRAUSS HAUER & FELD LLP

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
-----X

**FORTIETH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF JANUARY 1, 2022 THROUGH JANUARY 31, 2022**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	January 1, 2022 through January 31, 2022
Monthly Fees Incurred:	\$122,778.50
20% Holdback:	\$24,555.70
Total Compensation Less 20% Holdback:	\$98,222.80
Monthly Expenses Incurred:	\$18,885.21
Total Fees and Expenses Requested:	\$117,108.01

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Fortieth Monthly Fee Statement”) covering the period from January 1, 2022 through and including January 31, 2022 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Fortieth Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$141,663.71) reflects voluntary reductions for the Compensation Period of \$78,768.50 in fees and \$1,388.85 in expenses.

compensation in the amount of \$98,222.80 (80% of \$122,778.50) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$18,885.21³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes \$15,544.37 of expenses relating to the payment of professional fees and expenses incurred by Lighthouse Global (f/k/a H5), Akin Gump's document management and e-discovery provider.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Fortieth Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Fortieth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 11, 2022** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Fortieth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Fortieth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Fortieth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
March 25, 2022

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,400.00	32.40	45,360.00
Dean Chapman	Litigation	2009	1,400.00	17.40	24,360.00
David Zensky	Litigation	1988	1,775.00	0.50	887.50
Total Partner				50.30	70,607.50
SENIOR COUNSEL AND COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	1,095.00	5.30	5,803.50
Total Counsel				5.30	5,803.50
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Joseph Szydlo	Financial Restructuring	2019	965.00	9.40	9,071.00
Sean Nolan	Litigation	2018	1,005.00	7.30	7,336.50
Russell Collins	Staff Attorney	1998	535.00	56.00	29,960.00
Total Associates				63.30	46,367.50
Total Hours / Fees Requested				128.30	122,778.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,374.30	55.60	76,411.00
Associates	732.50	63.30	46,367.50
Paralegals/Non-Legal Staff	0.00	0.00	0.00
Blended Timekeeper Rate	956.96		
Total Fees Incurred		128.30	122,778.50

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
3	Akin Gump Fee Application/Monthly Billing Reports	6.80	7,157.50
7	Creditor Committee Matters/Meetings (including 341 meetings)	1.60	1,852.50
8	Hearings and Court Matters/Court Preparation	7.50	8,934.00
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	28.90	39,423.00
20	Jointly Asserted Causes of Action	77.20	56,944.00
22	Disclosure Statement/Solicitation/Plan/Confirmation	6.00	8,047.50
23	Asset Dispositions/363 Asset Sales	0.30	420.00
TOTAL:		128.30	122,778.50

Exhibit C

Itemized Fees

Akin Gump
Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1979937
Invoice Date 03/24/22
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
003	Akin Gump Fee Application/Monthly Billing Reports	6.80	\$7,157.50
007	Creditors Committee Matters/Meetings (including 341 Meetings)	1.60	\$1,852.50
008	Hearings and Court Matters/Court Preparation	7.50	\$8,934.00
010	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	28.90	\$39,423.00
020	Jointly Asserted Causes of Action	77.20	\$56,944.00
022	Disclosure Statement/Solicitation/Plan/Confirmation	6.00	\$8,047.50
023	Asset Dispositions/363 Asset Sales	0.30	\$420.00
	TOTAL	<u>128.30</u>	<u>\$122,778.50</u>

SEARS CREDITORS COMMITTEE
Bill Number: 1979937

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/05/22	JES	003 Review invoice for privilege and confidentiality.	0.50
01/07/22	ZDL	003 Review invoice for privilege and confidentiality.	0.90
01/10/22	SLB	003 Review materials re fee statement (.5); correspondence with J. Szydlo re same (.2).	0.70
01/10/22	JES	003 Correspond with accounting team re fee statement (.2); review proposed order approving ninth fee application (.2); review fee applications in connection with same (.4); correspond with Herrick re same (.2).	1.00
01/11/22	JES	003 Review invoice for privilege and confidentiality (.7); draft fee statement (.8); correspond with Akin accounting re same (.3); calls with Akin accounting re same (.3).	2.10
01/12/22	SLB	003 Correspondence with J. Szydlo re billing issues and fee statement (.2); review same (.2).	0.40
01/12/22	JES	003 Finalize Akin fee statement (.3); correspond with S. Brauner re same (.2).	0.50
01/25/22	JES	003 Review invoice for privilege and confidentiality.	0.60
01/26/22	JES	003 Draft correspondence to members of FR team re fee statement.	0.10
01/04/22	SLB	007 Confer with Z. Lanier and J. Szydlo re open Committee issues (.3); analyze issues re same (.2).	0.50
01/04/22	ZDL	007 Discuss UCC matters with S. Brauner and J. Szydlo.	0.30
01/04/22	JES	007 Call with S. Brauner and Z. Lanier re UCC issues and creditor inquiries (.3); draft correspondence to FR team re same (.1).	0.40
01/19/22	ZDL	007 Emails with UCC regarding hearing (.2); follow up communications with UCC member regarding case issues (.2).	0.40
01/20/22	DLC	008 Attend omnibus hearing (partial).	1.00
01/20/22	SLB	008 Prepare for (.8) and participate in (1.5) (partial) hearing; revise summary of same (.3); correspondence with J. Szydlo re same (.3).	2.90
01/20/22	JES	008 \Review pleadings in advance of hearing (.4); correspond with K. Robins re hearing logistics (.1); attend hearing telephonically (2.3); prepare summary of same for FR team (.5); correspond with S. Brauner re hearing (.3).	3.60
01/06/22	SLB	010 Correspondence with Admin Claimant re financing issues (.2); prepare materials re same (.3).	0.50
01/17/22	SLB	010 Draft correspondence to I. Dizengoff and P. Dublin re financing issues (.3); analyze same (.6); correspondence with parties in interest re same (.2).	1.10
01/18/22	SLB	010 Confer with E. Morabito re financing issues (.4); analyze same (.4); draft correspondence to I. Dizengoff and P. Dublin re same (.2).	1.00
01/21/22	DLC	010 Review materials re litigation financing (.3) calls with S. Brauner re same (.8); confer with FTI re same (.3); participate in call with part in interest re same (.2); update litigation budget and circulate same (.4); review materials re same in connection with financing issues (.2).	2.20
01/21/22	SLB	010 Multiple calls with parties in interest re lit. financing (1.2); various calls with D. Chapman re same (.8); analyze issues re same (.8); review materials re same (.5).	3.30
01/24/22	SLB	010 Revise litigation funding motion (1.8); correspondence with Z. Lanier re same (.2); prepare analysis re funding issues (1.2).	3.20
01/24/22	ZDL	010 Revise litigation financing motion (.6); correspond with S. Brauner re same (.2).	0.80
01/25/22	SLB	010 Continue to prepare financing motion (1.7); correspondence with parties in interest re financing issues (.4).	2.10
01/26/22	SLB	010 Prepare for (.3) and participate on (partial) (.5) call with party in interest re financing issues; draft correspondence to P. Dublin re same (.2); correspondence with Z. Lanier re financing motion (.4); revise	2.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		declaration re financing motion (1.0).	
01/26/22	ZDL	010 Revise litigation finance motion (1.2); correspond with S. Brauner re same (.4).	1.60
01/27/22	SLB	010 Draft analysis re open issues in connection with litigation funding (1.0); prepare summary of open issues for Designees (.5); correspondence with Designees re same (.2); confer with Designee re same (.4); confer with R. Tucker re same (.4); correspondence with party in interest re same (.2); revise declaration re financing motion (.4).	3.10
01/28/22	DLC	010 Confer with S. Brauner re lit. financing issues (.6); follow-up with third party re same (.8); participate in follow-up call with third party re financing (.2).	1.60
01/28/22	SLB	010 Revise financing motion (2.4); participate on call with party in interest re same (.3); confer with D. Chapman (.6) re same; analyze issues re same (.8); correspondence (.3) and call (.3) with FTI re same; correspondence with Designees re same (.3).	5.00
01/28/22	ZDL	010 Review declaration ISO litigation finance motion (.2); provide additional edits to same (.3).	0.50
01/31/22	ZDL	010 Review updates on litigation financing issues.	0.50
01/03/22	DLC	020 Revise letter to defendants re D&O issues (.2) correspond with S. Nolan re same (.2).	0.40
01/03/22	SMN	020 Correspond with D. Chapman re letter to defendants re D&O insurance (.2); revise same (.1).	0.30
01/04/22	DMZ	020 Review letter re D&O insurance issues.	0.10
01/04/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	2.40
01/04/22	DLC	020 Analyze issues re letter to D&O defendants (.3); correspond with S. Brauner re open case issues (.2).	0.50
01/04/22	SLB	020 Correspondence with D. Chapman re open issue in adversary proceeding.	0.20
01/04/22	SMN	020 Review new cases implicating issues in motions to dismiss.	0.70
01/05/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	2.30
01/05/22	DLC	020 Confer with Debtors' counsel re D&O letter (.1); confer with FTI re case (.2).	0.30
01/06/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	3.30
01/06/22	SMN	020 Update chart of fees reimbursed to defendants covered by D&O insurance.	0.20
01/07/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	2.80
01/10/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	2.50
01/10/22	DLC	020 Review hot docs.	0.20
01/11/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	3.10
01/12/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	2.70
01/13/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	2.90
01/13/22	DLC	020 Confer with litigation team re: letter to D&Os.	0.20
01/13/22	SMN	020 Finalize letter to defendants re D&O insurance (.2); send same to defendants' counsel (.2).	0.40
01/14/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts.	3.20
01/14/22	DLC	020 Review memo re open discovery issues (1.3); draft correspondence to R. Collins re same (.3); correspond with counsel to defendant and third parties re discovery (.4).	2.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
01/14/22	DLC	020 Confer with FTI re open issues in connection with Adversary Proceeding.	0.30
01/14/22	SMN	020 Review correspondence from defense counsel re D&O fees reimbursed to defendant.	0.20
01/18/22	RJC	020 Conduct review of discovery documents in aid of ongoing third party discovery efforts (2.9); correspond with D. Chapman re third party discovery issues (.5).	3.40
01/18/22	DLC	020 Review hot docs (.6); review memorandum re same (.5); correspond with third party re production of additional documents (.3); participate in call with R. Collins re third party discovery (.5); review internal materials in connection with same (.6).	2.50
01/19/22	RJC	020 Draft memorandum re key documents in aid of ongoing third party discovery efforts (3.3); review discovery documents in connection with same (1.9).	5.20
01/19/22	DLC	020 Review internal materials re discovery (.4); draft correspondence to D. Zensky and S. Brauner re same (.6); confer with S. Nolan and defendants' counsel re D&O issues (.2).	1.20
01/19/22	SMN	020 Review new cases implicating issues in motion to dismiss briefing (.6); correspond with defendants' counsel re fees reimbursed by D&O insurers (.3); call with defendants' counsel and D. Chapman re same (.2).	1.10
01/20/22	DMZ	020 Review correspondence from defendants' counsel re D&O issues (.1); draft correspondence to Litigation team re same (.1).	0.30
01/20/22	RJC	020 Draft memorandum re key documents related to ongoing third party discovery efforts (2.0); review discovery documents in connection with same (.9).	2.90
01/20/22	DLC	020 Review letter from defendants' counsel (.1); correspond with S. Nolan re same (.4).	0.50
01/20/22	SMN	020 Review response letter from defense counsel re D&O insurance issues (.1); correspond with D. Chapman re same (.4).	0.50
01/21/22	RJC	020 Revise memorandum re key documents related to ongoing third party discovery efforts (1.5); review discovery documents in connection with same (1.4).	2.90
01/21/22	SMN	020 Conduct legal research re D&O insurance issues in connection with response to defendants' letter.	1.30
01/24/22	DMZ	020 Draft correspondence to Litigation team re defendants' letter and potential response.	0.10
01/24/22	RJC	020 Draft memorandum re key documents relating to ongoing third party discovery efforts (2.1); review discovery documents in connection with same (.6).	2.70
01/24/22	DLC	020 Correspond with S. Brauner, and S. Nolan re D&O issues (.3); review updates re defendant discovery (.4); confer with defendants' counsel re same (.2) confer with J. Kulikowski re: same (.3).	1.20
01/24/22	SLB	020 Correspondence with D. Chapman and S. Nolan re D&O issues in Adv. Proc. (.3); analyze same (.2).	0.50
01/24/22	SMN	020 Conduct legal research re D&O insurance issues (.9); correspond with D. Chapman and S. Brauner re same (.3).	1.20
01/25/22	RJC	020 Draft memorandum re key documents relating to ongoing third party discovery efforts (1.1); review discovery documents in connection with same (1.7).	3.00
01/25/22	DLC	020 Review draft email to defendants' counsel re open discovery issues (.3); review hot documents (.4); confer with S. Brauner re open D&O issues (.3).	1.00
01/25/22	SLB	020 Correspond with D. Chapman re D&O letter.	0.30
01/26/22	RJC	020 Draft memorandum re key documents in aid of ongoing third party discovery documents (2.7); review discovery documents in connection with same (.3).	3.00
01/26/22	SMN	020 Correspond with managing clerk's office re oral argument on appeal in	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		D&O insurance litigation.	
01/27/22	RJC	020 Revise memorandum re key document related to ongoing third party discovery efforts.	1.70
01/27/22	DLC	020 Attend oral argument on D&O motion (1.1); confer with S. Nolan re: same (.3).	1.40
01/27/22	SMN	020 Attend oral argument in D&O insurance litigation appeal (partial) (.6); call with D. Chapman re same (.3); draft summary of same for members of the Akin litigation and FR teams (.3).	1.20
01/28/22	RJC	020 Draft memorandum re key documents in aid of ongoing third party discovery efforts (2.1); review discovery documents in connection with same (.9).	3.00
01/31/22	RJC	020 Revise memorandum re key documents in aid of ongoing third party discovery efforts (1.9); review discovery documents in connection with same (1.1).	3.00
01/31/22	DLC	020 Confer with ASK and S. Brauner re public shareholder litigation.	0.20
01/31/22	SLB	020 Confer with ASK and D. Chapman re shareholder litigation and related issues (.2); analyze issue re same (.3).	0.50
01/18/22	SLB	022 Participate on pre-effective date committee call (1.0); follow-up call with R. Tucker re same (.5); follow-up correspondence with Weil re same (.1); draft summary of open issues raised during same for members of FR team (.5); analyze same (.5).	2.60
01/18/22	JES	022 Review correspondence re distributions under Admin. Expense Claims Consent Program (.1); review materials re same (.1).	0.20
01/18/22	JES	022 Draft correspondence to S. Brauner re confirmation order (.2); review same (.2).	0.40
01/19/22	DLC	022 Review Debtors status report.	0.70
01/19/22	ZDL	022 Review Debtors' status report.	0.30
01/24/22	SLB	022 Analyze open emergence issues (1.1); review confirmation order in connection with same (.4); review correspondence among parties in interest re same (.3).	1.80
01/18/22	SLB	023 Review proposed asset sale (.2); correspondence with Debtors' advisors re same (.1).	0.30
Total Hours			128.30

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
D M ZENSKY	0.50	at	\$1775.00	=	\$887.50
D L CHAPMAN	17.40	at	\$1400.00	=	\$24,360.00
S L BRAUNER	32.40	at	\$1400.00	=	\$45,360.00
Z D LANIER	5.30	at	\$1095.00	=	\$5,803.50
S M NOLAN	7.30	at	\$1005.00	=	\$7,336.50
J E SZYDLO	9.40	at	\$965.00	=	\$9,071.00
R J COLLINS	56.00	at	\$535.00	=	\$29,960.00

Current Fees

\$122,778.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$145.38
Computerized Legal Research - Other	\$420.04
Computerized Legal Research - Courtlink	\$399.09

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	145.38
Computerized Legal Research – Other	420.04
Computerized Legal Research – Westlaw – in contract 30% discount	2,163.93
Computerized Legal Research - Courtlink - In Contract 50% Discount	399.09
Professional Fees – Consultant Fees	15,544.37
Transcripts	212.40
TOTAL:	18,885.21

Exhibit E

Itemized Disbursements

SEARS CREDITORS COMMITTEE
Bill Number: 1979937

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		D&O insurance litigation.	
01/27/22	RJC	020 Revise memorandum re key document related to ongoing third party discovery efforts.	1.70
01/27/22	DLC	020 Attend oral argument on D&O motion (1.1); confer with S. Nolan re: same (.3).	1.40
01/27/22	SMN	020 Attend oral argument in D&O insurance litigation appeal (partial) (.6); call with D. Chapman re same (.3); draft summary of same for members of the Akin litigation and FR teams (.3).	1.20
01/28/22	RJC	020 Draft memorandum re key documents in aid of ongoing third party discovery efforts (2.1); review discovery documents in connection with same (.9).	3.00
01/31/22	RJC	020 Revise memorandum re key documents in aid of ongoing third party discovery efforts (1.9); review discovery documents in connection with same (1.1).	3.00
01/31/22	DLC	020 Confer with ASK and S. Brauner re public shareholder litigation.	0.20
01/31/22	SLB	020 Confer with ASK and D. Chapman re shareholder litigation and related issues (.2); analyze issue re same (.3).	0.50
01/18/22	SLB	022 Participate on pre-effective date committee call (1.0); follow-up call with R. Tucker re same (.5); follow-up correspondence with Weil re same (.1); draft summary of open issues raised during same for members of FR team (.5); analyze same (.5).	2.60
01/18/22	JES	022 Review correspondence re distributions under Admin. Expense Claims Consent Program (.1); review materials re same (.1).	0.20
01/18/22	JES	022 Draft correspondence to S. Brauner re confirmation order (.2); review same (.2).	0.40
01/19/22	DLC	022 Review Debtors status report.	0.70
01/19/22	ZDL	022 Review Debtors' status report.	0.30
01/24/22	SLB	022 Analyze open emergence issues (1.1); review confirmation order in connection with same (.4); review correspondence among parties in interest re same (.3).	1.80
01/18/22	SLB	023 Review proposed asset sale (.2); correspondence with Debtors' advisors re same (.1).	0.30
Total Hours			128.30

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
D M ZENSKY	0.50	at	\$1775.00	=	\$887.50
D L CHAPMAN	17.40	at	\$1400.00	=	\$24,360.00
S L BRAUNER	32.40	at	\$1400.00	=	\$45,360.00
Z D LANIER	5.30	at	\$1095.00	=	\$5,803.50
S M NOLAN	7.30	at	\$1005.00	=	\$7,336.50
J E SZYDLO	9.40	at	\$965.00	=	\$9,071.00
R J COLLINS	56.00	at	\$535.00	=	\$29,960.00

Current Fees

\$122,778.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$145.38
Computerized Legal Research - Other	\$420.04
Computerized Legal Research - Courtlink	\$399.09

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- In Contract 50% Discount	
Computerized Legal Research - Westlaw	\$2,163.93
- in contract 30% discount	
Prof Fees - Consultant Fees	\$15,544.37
Transcripts	\$212.40

Current Expenses	<u>\$18,885.21</u>
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<u>Date</u>		<u>Value</u>
12/16/21	Transcripts VENDOR: VERITEXT INVOICE#: 5461303 DATE: 12/16/2021 Transcriber fee for transcript of January 20, 2022	\$111.60
12/16/21	Transcripts VENDOR: VERITEXT INVOICE#: 5461303 DATE: 12/16/2021 Transcriber fee for transcript of December 14, 2021 hearing.	\$-10.80
01/03/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/3/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
01/03/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/3/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
01/03/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.19
01/04/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/4/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/04/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.18
01/05/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/5/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
01/05/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/5/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/05/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/5/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46

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01/05/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.18
01/06/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/6/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
01/06/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/6/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
01/06/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.18
01/06/22	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42021 DATE: 1/6/2022 2021 through December 31, 2021", "-- PACER usage from October 1, 2021 through December 31, 2021"	\$10.70
01/06/22	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42021 DATE: 1/6/2022 2021 through December 31, 2021", "-- PACER usage from October 1, 2021 through December 31, 2021"	\$7.30
01/06/22	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42021 DATE: 1/6/2022 2021 through December 31, 2021", "-- PACER usage from October 1, 2021 through December 31, 2021"	\$30.50
01/06/22	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42021 DATE: 1/6/2022 2021 through December 31, 2021", "-- PACER usage from October 1, 2021 through December 31, 2021"	\$4.90
01/06/22	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q42021 DATE: 1/6/2022 2021 through December 31, 2021", "-- PACER usage from October 1, 2021 through December 31, 2021"	\$17.70
01/07/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service:	\$22.18

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	COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	
01/10/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/10/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
01/10/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/10/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
01/10/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.18
01/11/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/11/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/11/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.18
01/12/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/12/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
01/12/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/12/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/12/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/12/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
01/12/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.18
01/13/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/13/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
01/13/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/13/2022 AcctNumber:	\$52.23

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01/13/22	1003389479 ConnectTime: 0.0 Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.18
01/14/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.64
01/17/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/17/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
01/17/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/17/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
01/17/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
01/18/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/18/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/18/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
01/19/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/19/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
01/19/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/19/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/19/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/19/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
01/19/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS;	\$16.62

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01/20/22	Quantity: 3.0 Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/20/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
01/20/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/20/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
01/20/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
01/21/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$72.67
01/21/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
01/24/22	Transcripts VENDOR: VERITEXT INVOICE#: 5531338 DATE: 1/24/2022 Transcriber fee for transcript of January 20, 2022	\$111.60
01/24/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/24/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
01/24/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/24/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
01/24/22	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$72.71
01/24/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
01/25/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/25/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/25/22	Computerized Legal Research - Courtlink	\$16.62

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	- In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	
01/26/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/26/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
01/26/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/26/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
01/26/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/26/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
01/26/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
01/27/22	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/27/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
01/27/22	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 1/27/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
01/27/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
01/28/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62
01/31/22	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2201 DATE: 1/31/2022	\$59.06
01/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2201 DATE: 1/31/2022	\$118.13
01/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2201 DATE:	\$40.01

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	1/31/2022		
01/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2201 DATE: 1/31/2022	\$50.63	
01/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2201 DATE: 1/31/2022	\$50.63	
01/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2201 DATE: 1/31/2022	\$15.24	
01/31/22	- Document retrieval in various courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2201 DATE: 1/31/2022	\$15.24	
01/31/22	- Document retrieval in various courts Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 1/31/2022 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16	
01/31/22	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 1/31/2022 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85	
01/31/22	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.62	
01/31/22	Prof Fees - Consultant Fees VENDOR: LIGHTHOUSE/LIGHTHOUSE DOCUM TECHNOLOGIES INVOICE#: INV000801964 DATE: 1/31/2022 For Data Hosting and Project Management Services	\$15,544.37	
	Current Expenses		\$18,885.21
	Total Amount of This Invoice		\$141,663.71
	Prior Balance Due		\$8,075,723.42
	Total Balance Due Upon Receipt		\$8,217,387.13



Invoice

Invoice Number: INV000803517

Invoice Date: 2/28/2022

Billing Contact:

Terms: Payment due on receipt

Client PO Number:

Service Date: 2/1/2022 - 2/28/2022

LH Internal Ref: 5371NS

51 University St #400 | Seattle, WA 98101
206.233.9690 | www.lighthouseglobal.com
FEIN: 43-1676776

Bill To Address:

Akin Gump Strauss Hauer & Feld LLP
1 Bryant Park
New York, NY 10036-6728
USA

Matter Name: In re: Sears Holding Corp.

Invoice Item	Quantity	Unit	Rate	Amount
Hosting				
Data Hosting (GB)	1,669.10	GB	\$9.00	\$15,021.90
Hosting Project Management (Hours)	0.50	Hr	\$185.00	\$92.50
User Fees (Users)	4.00	User	\$75.00	\$300.00
Subtotal				\$15,414.40
Sales Tax				\$26.63
Invoice Total				\$15,441.03

Remittance Information

Email Remittance Info: accountsreceivable@lighthouseglobal.com

ACH PAYMENTS:

Bank Of America
2000 Clayton Rd Bldg D
Concord, CA 94520-2400

Account Name: Lighthouse Document Technologies, Inc.
Account Type: Deposit Account
Account #: 138110584278 ABA Routing #:125000024
Swift Code:

CHECK REMITTANCE:

Lighthouse Document Technologies
Lighthouse Document Technologies Inc.
PO Box 7410525
Chicago, IL 60674-0525

Lighthouse eDiscovery does not accept responsibility for third party billing.
Past due accounts will be charged interest at the rate of 1.5% per month.
Lighthouse eDiscovery is a registered trade name of Lighthouse Document Technologies, Inc